

NEIGHBORHOOD DEVELOPMENT FUND

Not-for-Profit Request

DATE: 1-26-06

TO: Appropriations Committee

FROM: Council Member James Peden

RE: Request for Neighborhood Development Fund to be considered by the Appropriations Committee.

Wilt Elementary
I have reviewed the attached Proposal in the amount of \$ 5,000 through the NDF for Jefferson Co. Public Education Fund and have found it complete and within our guidelines. I/We have read the organization's statement of public purpose to be furthered by the funds requested and I/We agree that the public purpose is legitimate. I/We have also completed the disclosure section below.

Please add this Grant Proposal Agreement to the agenda of the next Appropriations Committee Meeting.

J Peden
Signature of Council Member

Signature of Council Member

Signature of Council Member

Signature of Council Member

Signature of Council Member

Signature of Council Member

Signature of Council Member

Signature of Council Member

DISCLOSURE

List below any relation you have with the organization requesting the grant (your, your family, your legislative assistant or any city employee to this organization and to any member of the organization's board of directors or their employees.)

Teacher at Seneca High

Approved by:

Appropriations Committee Chairman

Date

OFFICE OF METRO COUNCIL CLERK
RECEIVED
DATE 1/30/06 TIME: 10:30am

LOUISVILLE METRO COUNCIL
APPLICATION FORM FOR
NEIGHBORHOOD DEVELOPMENT FUNDS
(2005-2006)

Proposed Activity/Need: Wilt Elementary Playground Equipment
Name of Applicant Agency: Jefferson Co Public Education Foundation
AMOUNT OF FUNDING REQUESTED \$5,000.00

I. Contact Person responsible for the Activity described in this proposal:

A. Name Kimberly Kent
B. Title Principal
C. Phone # (502) 485 8353 Fax # (502) 485 8493
D. E-mail KKent1@jefferson.k12.ky.us

2. If funded, this activity will further which of the major goals of Louisville Metro listed below.

☒ Bringing Us Together

☐ Keeping Us Safe

☒ Promoting Education and Growing Jobs

☒ Enhancing Neighborhoods and Protecting Our "Louisville" Quality of Life

3. If funded, this activity will strengthen (check one):

- ☐ Youth (teenagers, ages 13-19)
☐ Human Services (Citizens with barriers to meeting basic human needs)
☐ Arts/cultural
☒ Neighborhoods
☐ Business Associations
☐ Parks
☒ Community Activities and Events
☐ Other: if you do not believe your proposal fits any of the above, please describe the nature of your request:

4. If approved, Louisville Metro Funds will be used for (check one)

- ☒ Operating Funds (cannot exceed 33% of agency's total budget)
☐ Programming/services/events for direct benefit to community or qualified individuals
☐ Capital equipment (small operating equipment which may be used to benefit the individuals or community being served. (No building or renovations)

5. **PROPOSAL DESCRIPTION:** Describe how you are going to further one of the four major goals of Louisville Metro Government by this proposal. (See #2)

This project will give students and the community a place to come and be together and be active. It will also enhance the beautification of our campus.

6. Describe the activity being proposed to address the goal.

A playground will be built.

7. Describe how the funding is to be used. BE SPECIFIC.

All funds will be used in the building of the playground.

8. Describe the results/goals for this proposal. How will you know it is successful?

Our goal is to give the students and community members a place to interact with one another and to meet the requirements of the State to incorporate 30 minutes of activity daily for all students.

EXPECTATIONS/REQUIREMENTS INCLUDE BUT ARE NOT LIMITED TO:

- a. Participate in post-award training.
- b. Make all program and financial records available to any monitors from Louisville Metro to assure compliance with the approved funding.
- c. Failure to provide the services, programs or projects included in the agreement will result in funds being withheld, or in requirement for reimbursing Louisville Metro.
- d. Return to Louisville Metro of any unexpended funds by July 31, 2006.
- e. Documentation of all expenditures (canceled checks, receipts, paid invoices)

COMPLETE PAGE 3 -BUDGET SUMMARY STATEMENT FOR THIS PROJECT.

STAFF ONLY:

_____ Description of Applicant Agency/Organization Complete

_____ All documentation is attached: 501(c)3 status, Articles of Incorporation, Secretary of State status, EIN (Employer Identification Number)

PROJECT/PROGRAM BUDGET SUMMARY STATEMENT

AGENCY NAME:

Paxton Wilt Elementary School

Project/Program Name:

Playground for WiltThis Project/Program Proposal is # 1 of 1

REVENUES ANTICIPATED	2005-2006	%
	Round to the nearest \$100	of Total Revenue
Louisville Metro Government Requested of Metro Agency: Metro Council	\$ 5,000.00	50%
State of Kentucky		
Federal Government (Including Federal Pass-thru to State)		
United Way		
Fees for Services		
Private Contributions		
Interest Income		
Other Sources (Please specify) <u>PTA</u>	1,000.00	25%
<u>School</u>	4,000.00	25%
TOTAL REVENUES	\$ 10,000.00	100%

OPERATING EXPENSES		
Personnel (including all fringes)		
Operating (Contractual and Supplies)		
Capital Equipment (Small Operating Equipment)		
TOTAL EXPENDITURES	\$ 10,000.00	100%

Value of in-kind assets, such as donated space, supplies, use of equipment, etc.	\$
Value of volunteer services and how computed:	\$



SECTION ONE:
DESCRIPTION OF APPLICANT AGENCY/ORGANIZATION

IDENTIFYING INFORMATION

- I. Official Name of Agency/Organization (Agency) as listed with the Kentucky Secretary of State:
Jefferson County Public Education Foundation
- II. Organization number as listed with the Kentucky Secretary of State: 61-1021128
- III. List any "working" or "does business as" names for organization:
N/A
- IV. Address of main office: (street and zip + 4)
Ineger Ed 4R 502 Wood Rd Suite 201
Louisville Ky 40222
- V. P. O. / mailing address if different: _____ (zip + 4) _____
- VI. Phone # (502) 485-6636 Fax# (502) 485-8986
- VII. E-Mail Lharper1@jefferson.k12.ky.us
- VIII. Agency's Legal Signatory/Title
Name Orson Oliver
Title Chairman
- IX. Contact person responsible for application:
A. Name: Linda Johnson
B. Phone # (502) 485-6636 Fax# (502) 485-8986
C. E-Mail Lharper1@jefferson.k12.ky.us

DESCRIPTION OF AGENCY

- I. Describe your Agency's vision, mission and services:
The Jefferson County Public Education
Foundation was established in July 1983
to support priority initiatives and
secure resources for the Jefferson
County Public Schools.

- II. Total number of Board members 13
- III. Number of Board meetings held to date in current fiscal year -0-
- IV. Average attendance at Board meetings 10

FACILITIES

- I. List location(s) and terms (owned, rented, leased, or donated).

A. N/A

B. _____

C. _____

D. _____

- II. Are all facilities handicapped accessible? Yes ☒ No _____

- III. If no, please explain:

FINANCIAL INFORMATION

- I. Agency's fiscal year from (month) July 1 to (month) June 30

- II. Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? No ☒ Yes _____

- III. If yes, please explain.

- IV. For the **current fiscal year**, list funds received from Louisville Metro Government, including funds from any department, office, etc. in either the former City of Louisville or Jefferson County.

\$ 4,000 Source: Reading contest 14th District (Henderson)

\$ 4,000 Source: School supplies (Henderson)

\$ 9,500 Source: Valley High School Computer lab (Henderson, Woodridge, Weston, Hawks)

\$ 6,000

Source:

Moore Trad. School (Peden)

V. Provide one copy only of each of the following, as appropriate (4 points):

- A. Articles of Incorporation.
- B. Approved budget or executive summary for your Agency's current fiscal year.
- C. Proof of IRS 501(C) (3) status, or application for this IRS status, if applicable.
- D. Staffing structure for entire Agency, including organizational chart.
- E. Board member list; specify chair, vice-chair, secretary, and treasurer.
- F. If your Agency is an employer required to have a written Affirmative Action/Equal Employment Opportunity policy: copy of policy.
- G. If rent/occupancy costs are being requested: copy of the signed lease.
- H. If program participants have the opportunity to evaluate the services received: one copy each of any forms used.

VI. List below any relationship any members of your Board of Directors or employees have with any Metro Council Member, Council Member's family, Council Member's staff, or any Louisville Metro Government employee.

N/A

VII. I certify under the penalty of law that the information in this application is accurate to the best of my knowledge. I am aware that my Agency will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am authorized to sign this application for the Agency.

Name of Legal Signatory: (type or print) Linda Johnson

Title: Director of Development

Signature Linda Johnson

Date 1/24/06

Internal Revenue Service
District Director

Department of the Treasury

Date:

JUL 19 1983

Employer Identification Number:
61-1021128

Accounting Period Ending:
June 30

Form 990 Required: ☒ Yes ☐ No

Jefferson County Public Education
Foundation, Inc.
416 West Jefferson
Louisville, KY 40202

Person to Contact:
Marilyn Miller
Contact Telephone Number:
(513) 684-3578

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section 509(a)(3).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. Also, you should inform us of all changes in your name or address.

Generally, you are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. If you have paid FICA taxes without filing the waiver, you should contact us. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

The box checked in the heading of this letter shows whether you must file Form 990, Return of Organization Exempt from Income tax. If Yes is checked, you are required to file Form 990 only if your gross receipts each year are normally more than \$10,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

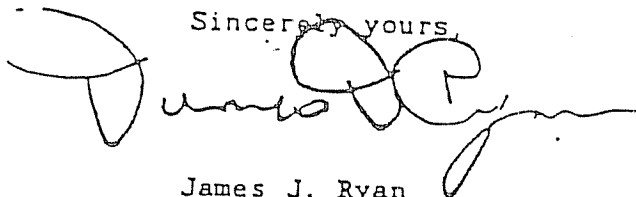
You need an employer identification number even if you have no employees.

If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



James J. Ryan
District Director

This supersedes our letter of July 1, 1983 in which we classified your non-private foundation status under section 509(a)(1) and 170 (b)(1)(A)(vi).

For tax years ending on or after December 31, 1982, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000, instead of \$10,000 as indicated above.

Beginning January 1, 1984, unless specifically excepted, you must pay taxes under the Federal Insurance Contributions Act (social security taxes) for each employee who is paid \$100 or more in a calendar year.

cc: G. Alexander Hamilton
Wyatt, Tarrant & Combs
Citizens Plaza
Louisville, KY 40202

Current Board of Directors

Jefferson County Public Education Foundation

January 2006

ORSON OLIVER, CHAIRMAN

325 W. MAIN ST. #1810
LOUISVILLE KY 40202
553-1464(cell)/584-7062 & 584-5984
ooliver@schneidercompanies.com
dbondehagen@schneidercompanies.com
Home: 141 N. 4th Street, Apt. 643
Louisville, KY 40202

SAM CORBETT, VICE CHAIRMAN

SAM MEYERS
3400 BASHFORD AVENUE COURT
LOUISVILLE KY 40218
459-4885 Work/473-1129 Fax
sctuxedo@AOL.com

JOE SEILER, TREASURER

NATIONAL CITY BANK 31T09B
101 S. 5TH STREET 9TH FLOOR
LOUISVILLE KY 40202
581-4331 Work/581-5160 Fax
joe.seiler@nationalcity.com

CLAIRE ALAGIA

BITTNER'S
731 E. MAIN STREET
LOUISVILLE KY 40202
584-6349 Work
Claire@bittners.com

JAMES R. ALLEN

HILLIARD LYONS
501 SOUTH FOURTH AVENUE
LOUISVILLE KY 40202
588-8604/585-8901 Fax
JAllen@hilliard.com

MIKE BROWN

PEPSI-COLA GENERAL BOTTLERS
PO BOX 37150
LOUISVILLE KY 40233
368-2581/Ex 228
mike.brown@pepsiamericas.com

KEVIN HABLE

WYATT TARRANT & COMBS
500 W. JEFFERSON STREET
LOUISVILLE KY 40202
589-5235/589-0309 Fax
khable@wyattfirm.com

AUDWIN HELTON

SPATIAL DATA INTEGRATIONS INC
710 WEST MAIN STREET SUITE 108
LOUISVILLE KY 40202
568-2591 Work/568-6929 Fax
ahelton@sdimaps.com

HENRY HEUSER, JR.

UNISTAR/VOGT
222 S. FIRST STREET
LOUISVILLE KY 40202
635-3229 Work/Fax 635-3022
/Cell 553-2270
hheuser@unistarllc.com

STEVE LANGFORD

WAVE TV3
PO BOX 32970
LOUISVILLE KY 40232
561-4139 Work/548-5934 Cell
slangford@wave3tv.com

JOAN RIEHM

DEPUTY MAYOR
527 W. JEFFERSON ST. 4TH FLOOR
LOUISVILLE KY 40202
574-8141/574-5354 Fax
Joan.Riehm@loukymetro.org

MATT THORNTON

THORNTON OIL CORP.
10101 LINN STATION ROAD SUITE
200
LOUISVILLE KY 40223
425-8022 Work/426-4322 Fax
matt@thorntonoil.com

MALCOLM B. CHANCEY, JR.,
EMERITUS
703 DANSHALL DRIVE
LOUISVILLE, KY 40206
mchanceyjr@aol.com

Dr. Stephen Daeschner
Superintendent
Jefferson County Public Schools
3332 Van Hoose Education Center
Louisville, KY 40218

Marty Bell
Community Relations
Jefferson County Public Schools
3332 Van Hoose Education Center
Louisville, KY 40218

BYLAWS OF
JEFFERSON COUNTY PUBLIC EDUCATION FOUNDATION

June 15, 2005

ARTICLE I

PURPOSES

The particular purposes of the corporation are the solicitation and receipt of gifts, grants and contributions from individuals, groups, corporations and other sources, public and private, to assist and support financially and otherwise the public school system of Jefferson County, Kentucky; to engage in any and all activities which advance the education of the citizens of Louisville and Jefferson County, Kentucky through the support of the Jefferson County Public Schools.

It is the policy of the 501-(c)-3 corporation that no restricted donations be accepted nor any expenditure made by the corporation except upon the recommendation of the Superintendent of the Board of Education of Jefferson County, Kentucky that is consistent with the policies and priorities of the Board of Education of Jefferson County, Kentucky.

ARTICLE II

OFFICES

The principal office of the corporation in the State of Kentucky and its registered office under the laws of Kentucky shall be located (in care of Joe Seiler, Secretary/Treasurer) at National City Bank, 31T09B, 101 S. 5th Street, 9th Floor, Louisville, Kentucky 40202. The corporation may have such other offices, either within or without the State of Kentucky, as the business of the corporation may require from time to time.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. QUALIFICATIONS, TENURE AND NUMBER.

A director shall be chosen to serve on the board based on his or her ability to bring financial resources to the corporation for the purpose of enhancing Jefferson County Public Schools. Financial resources may be in the form of personal gifts, grants, and contributions from individuals, groups, corporations and other sources, public or private to support financially and otherwise the public school system of Jefferson County, Kentucky. A director will engage a leadership role for special fund raising projects during his or her term(s). A director's term is three years.

The number of directors of the corporation shall be no less than nine (9) but up to fifteen (15). The number of directors above nine (9) shall be determined by the Board when appropriate candidates are eligible to serve on the Board. The members of the Board of Directors shall be divided into three (3) classes as nearly equal in number as may be practicable with the term of office of one class expiring each year. At the annual meeting of the directors in 1983, three (3) classes of directors shall be elected. The directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting; directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting; and directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting. At each annual meeting of directors, the successors to the class of directors whose term shall then expire as set forth above shall be elected to hold office for a term expiring at the third succeeding annual meeting from the annual meeting of their election. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. Each director shall hold office for the term for which he is elected or until his successor shall have been elected and qualifies for the office, whichever period is longer. Directors need not be residents of Kentucky.

SECTION 3. NOMINATING COMMITTEE. There shall be a Nominating Committee made up of a minimum of three directors appointed by the chairperson. The Nominating Committee shall develop a list of candidates to fill vacant positions on the Board of Directors. The nominees shall be considered by the full Board and voted on as described in Section 8. The Nominating Committee shall also present a slate of officers for election at the annual June meeting.

SECTION 4. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide, by resolution, the time and place, within or without the State of Kentucky, for the holding of additional regular meetings without other notice than such resolution. There shall be an annual meeting of the Board of Directors in June of each year.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the chairman or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. NOTICE. Notice of any special meeting shall be given at least two days previously thereto by written notices delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice were given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 8. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided, however, that the Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, but no such committee shall have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the usual and regular course of business, recommending a voluntary dissolution of the corporation or a revocation thereof, or amending these bylaws.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors.

SECTION 10. COMPENSATION. No director shall receive compensation for his or her services as director; however, any expenses incurred by any director by reason of his or her duties or responsibilities as such may be paid by the corporation.

SECTION 11. INFORMAL ACTION. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

ARTICLE IV

OFFICERS

SECTION 1. CLASSES. The officers of the corporation shall be a chairman, a vice chairman, a treasurer, a secretary, and such other officers, whose duties may be fixed from time to time by the Board of Directors, as may be provided by the Board of Directors and elected in accordance with the provisions of this

article. The Board of Directors may also create the offices of one or more assistant treasurers and assistant secretaries, all of whom shall be elected by the Board of Directors. The same person may hold any two or more offices, except that of chairman.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A director will be considered for removal from the Board if the director misses two meetings in one calendar year period.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. CHAIRMAN. The chairman shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The chairman shall preside at all meetings of the Board of Directors. The chairman may sign, with the secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE CHAIRMAN. In the absence of the chairman or in the event of his inability or refusal to act, the vice chairman shall perform the duties of the chairman and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. The vice chairman shall perform

such other duties as from time to time may be assigned by the chairman or by the Board of Directors.

SECTION 7. TREASURER. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall: [a] have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these bylaws; [b] in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chairman or the Board of Directors.

SECTION 8. SECRETARY. The secretary shall: [a] keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; [b] see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; [c] be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; [d] in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chairman or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries in general shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the chairman or the Board of Directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ORDERS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI

INVESTMENT REPORTS

The corporation shall furnish reports at least annually to the Superintendent of the Board of Education of Jefferson County for the purpose of assisting the Board of Education of Jefferson County to insure that the corporation has invested its assets at a reasonable rate of return.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of July and end on the 30th day of June of each calendar year.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the State of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation may indemnify and may advance expenses to all directors, officers, employees or agents of the corporation who are, were or are threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, to the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable law.

ARTICLE X

AMENDMENT OF BYLAWS

The Board of Directors may alter, amend or rescind the bylaws.

CERTIFICATE

It is hereby certified that on this date I am, the duly elected and qualified Chairman of the Board of Jefferson County Public Education Foundation, and that on this 15th day of June, 2005, the foregoing Bylaws were adopted by unanimous action of the Board of Directors.

Chairman

BYLAWS OF
JEFFERSON COUNTY PUBLIC EDUCATION FOUNDATION

June 15, 2005

ARTICLE I

PURPOSES

The particular purposes of the corporation are the solicitation and receipt of gifts, grants and contributions from individuals, groups, corporations and other sources, public and private, to assist and support financially and otherwise the public school system of Jefferson County, Kentucky; to engage in any and all activities which advance the education of the citizens of Louisville and Jefferson County, Kentucky through the support of the Jefferson County Public Schools.

It is the policy of the 501-(c)-3 corporation that no restricted donations be accepted nor any expenditure made by the corporation except upon the recommendation of the Superintendent of the Board of Education of Jefferson County, Kentucky that is consistent with the policies and priorities of the Board of Education of Jefferson County, Kentucky.

ARTICLE II

OFFICES

The principal office of the corporation in the State of Kentucky and its registered office under the laws of Kentucky shall be located (in care of Joe Seiler, Secretary/Treasurer) at National City Bank, 31T09B, 101 S. 5th Street, 9th Floor, Louisville, Kentucky 40202. The corporation may have such other offices, either within or without the State of Kentucky, as the business of the corporation may require from time to time.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. QUALIFICATIONS, TENURE AND NUMBER.

A director shall be chosen to serve on the board based on his or her ability to bring financial resources to the corporation for the purpose of enhancing Jefferson County Public Schools. Financial resources may be in the form of personal gifts, grants, and contributions from individuals, groups, corporations and other sources, public or private to support financially and otherwise the public school system of Jefferson County, Kentucky. A director will engage a leadership role for special fund raising projects during his or her term(s). A director's term is three years.

The number of directors of the corporation shall be no less than nine (9) but up to fifteen (15). The number of directors above nine (9) shall be determined by the Board when appropriate candidates are eligible to serve on the Board. The members of the Board of Directors shall be divided into three (3) classes as nearly equal in number as may be practicable with the term of office of one class expiring each year. At the annual meeting of the directors in 1983, three (3) classes of directors shall be elected. The directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting; directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting; and directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting. At each annual meeting of directors, the successors to the class of directors whose term shall then expire as set forth above shall be elected to hold office for a term expiring at the third succeeding annual meeting from the annual meeting of their election. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. Each director shall hold office for the term for which he is elected or until his successor shall have been elected and qualifies for the office, whichever period is longer. Directors need not be residents of Kentucky.

SECTION 3. NOMINATING COMMITTEE. There shall be a Nominating Committee made up of a minimum of three directors appointed by the chairperson. The Nominating Committee shall develop a list of candidates to fill vacant positions on the Board of Directors. The nominees shall be considered by the full Board and voted on as described in Section 8. The Nominating Committee shall also present a slate of officers for election at the annual June meeting.

SECTION 4. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide, by resolution, the time and place, within or without the State of Kentucky, for the holding of additional regular meetings without other notice than such resolution. There shall be an annual meeting of the Board of Directors in June of each year.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the chairman or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. NOTICE. Notice of any special meeting shall be given at least two days previously thereto by written notices delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice were given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 8. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided, however, that the Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, but no such committee shall have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the usual and regular course of business, recommending a voluntary dissolution of the corporation or a revocation thereof, or amending these bylaws.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors.

SECTION 10. COMPENSATION. No director shall receive compensation for his or her services as director; however, any expenses incurred by any director by reason of his or her duties or responsibilities as such may be paid by the corporation.

SECTION 11. INFORMAL ACTION. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

ARTICLE IV

OFFICERS

SECTION 1. CLASSES. The officers of the corporation shall be a chairman, a vice chairman, a treasurer, a secretary, and such other officers, whose duties may be fixed from time to time by the Board of Directors, as may be provided by the Board of Directors and elected in accordance with the provisions of this

article. The Board of Directors may also create the offices of one or more assistant treasurers and assistant secretaries, all of whom shall be elected by the Board of Directors. The same person may hold any two or more offices, except that of chairman.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A director will be considered for removal from the Board if the director misses two meetings in one calendar year period.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. CHAIRMAN. The chairman shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The chairman shall preside at all meetings of the Board of Directors. The chairman may sign, with the secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE CHAIRMAN. In the absence of the chairman or in the event of his inability or refusal to act, the vice chairman shall perform the duties of the chairman and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. The vice chairman shall perform

such other duties as from time to time may be assigned by the chairman or by the Board of Directors.

SECTION 7. TREASURER. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall: [a] have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these bylaws; [b] in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chairman or the Board of Directors.

SECTION 8. SECRETARY. The secretary shall: [a] keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; [b] see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; [c] be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; [d] in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chairman or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries in general shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the chairman or the Board of Directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ORDERS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI

INVESTMENT REPORTS

The corporation shall furnish reports at least annually to the Superintendent of the Board of Education of Jefferson County for the purpose of assisting the Board of Education of Jefferson County to insure that the corporation has invested its assets at a reasonable rate of return.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of July and end on the 30th day of June of each calendar year.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the State of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation may indemnify and may advance expenses to all directors, officers, employees or agents of the corporation who are, were or are threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, to the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable law.

ARTICLE X

AMENDMENT OF BYLAWS

The Board of Directors may alter, amend or rescind the bylaws.

CERTIFICATE


It is hereby certified that on this date I am, the duly elected and qualified Chairman of the Board of Jefferson County Public Education Foundation, and that on this 15th day of June, 2005, the foregoing Bylaws were adopted by unanimous action of the Board of Directors.

Chairman



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Organization Number	0175787
Name	JEFFERSON COUNTY PUBLIC EDUCATION FOUNDATION, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	3/14/1983
Organization Date	3/14/1983
Last Annual Report	3/11/2005
Principal Office	Jefferson County Public Education Foundation Jaeger Education Center- Attn: Linda Johnson 502 Wood Road LOUISVILLE, KY 40222
Registered Agent	G. ALEXANDER HAMILTON 2800 CITIZENS PLAZA LOUISVILLE, KY 40202

Current Officers

Chairman	<u>Orson Oliver</u>
Vice President	<u>Sam Corbett</u>
Secretary	<u>Henry Ormsby</u>
Treasurer	<u>Henry Ormsby</u>
Director	<u>Audwin Helton</u>
Director	<u>Joe Seiler</u>
Director	<u>Steve Langford</u>
Director	<u>Sam Corbett</u>
Director	<u>Henry Ormsby</u>
Director	<u>Joan Riehm</u>
Director	<u>Mike Brown</u>
Director	<u>Matt Thornton</u>
Director	<u>Jim Allen</u>
Director	<u>Henry Heuser, Jr.</u>
Director	<u>Kevin Hable</u>

Incorporators and Initial Directors

Director	<u>MARY HELEN BYCK</u>
Incorporator	<u>MALCOLM B. CHANCEY, JR.</u>
Director	<u>JOAN RIEHM</u>
Director	<u>I. W. HUGHES</u>
Director	<u>ORSON OLIVER</u>
Director	<u>WOODFORD R. PORTOR</u>

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